

application was filed, had possession of the claimed invention. In particular, the Office Action states that “No support in the instant specification or the originally filed claims could be found for the R³ variables representing a ‘heteroalkyl substituted with a heteroaryl or heterocycyl’ group [in claims 1, 2, 16, and 17].”

Claim 17 has been cancelled, and Claims 1, 2, 16 have been amended by deleting a limitation of R³ being heteroalkyl substituted with a heteroaryl or heterocycyl group, thereby rendering this rejection moot.

§112, second paragraph

Claims 16, 17, and 19-24 are rejected under 35 U.S.C. §112, second paragraph, as allegedly being indefinite for failing to particularly point out and distinctly claim the subject matter which applicant regards as the invention.

Claim 17 has been cancelled and Claims 16 and 19-24 have been amended obviating this rejection.

Rejection under 35 U.S.C. §103(a)

Claims 1-7, 12, and 32 are rejected under 35 U.S.C. §103(a) as allegedly being unpatentable over the Faraci reference (WO 94/13643).

As discussed in detail below, the generic compound disclosed in the Faraci reference does **NOT** encompass the compounds of the present invention; therefore, the rejection of claims under 35 U.S.C. §103(a) is improper and should be withdrawn.

The Faraci reference discusses compounds of formula I (see page 1, lines 25-30) with R³ substituents that is:

...phenyl, naphthyl, thienyl, benzothienyl, pyridyl, quinolyl, pyrazinyl, pyrimidyl, imidazolyl, furanyl, benzofuranyl, benzothiazolyl, isothiazolyl, benzoisothiazolyl, thiazolyl, isoxazolyl, benzisoxazolyl, benzimidazolyl, triazolyl, pyrazolyl, pyrrolyl, indolyl, azaindolyl, benzoxazolyl, oxazolyl, pyrrolidinyl, thiazolidinyl, morpholinyl, pyridinyl, tetrazolyl, or 9 to 12 membered bicycloalkyl, optionally containing one to three of O, S or N-Z wherein Z is hydrogen, C₁-C₄ alkyl, C₁-C₄ alkanoyl, phenyl or phenylmethyl, wherein each one of the above groups may be substituted independently by from one to three of fluoro, chloro, bromo, C₁-C₆ alkyl, C₁-C₆ alkoxy, or trifluoromethyl, or one of cyano, nitro, amino, NH(C₁-C₆ alkyl), N(C₁-C₄ alkyl)(C₁-C₂ alkyl), COO(C₁-C₄ alkyl), CO(C₁-C₄ alkyl),

SO₂NH(C₁-C₄ alkyl), SO₂N(C₁-C₄ alkyl)(C₁-C₂ alkyl), SO₂NH₂,
NH₂SO₂(C₁-C₄ alkyl), S(C₁-C₆ alkyl), SO₂(C₁-C₆ alkyl), wherein alkyl and
C₁-C₆ alkyl may be substituted by one or two of fluoro, chloro, hydroxy,
amino, methylamino, dimethylamino or acetyl[.]

Page 2, lines 12-24. Therefore, the possible substituents for where R₃ is phenyl in the Faraci
reference are limited to:

...one to three of fluoro, chloro, bromo, C₁-C₆ alkyl, C₁-C₆ alkoxy,
or trifluoromethyl, or one of cyano, nitro, amino, NH(C₁-C₆ alkyl),
N(C₁-C₄ alkyl)(C₁-C₂ alkyl), COO(C₁-C₄ alkyl), CO(C₁-C₄ alkyl),
SO₂NH(C₁-C₄ alkyl), SO₂N(C₁-C₄ alkyl)(C₁-C₂ alkyl), SO₂NH₂,
NH₂SO₂(C₁-C₄ alkyl), S(C₁-C₆ alkyl), SO₂(C₁-C₆ alkyl), wherein
alkyl and C₁-C₆ alkyl may be substituted by one or two of fluoro,
chloro, hydroxy, amino, methylamino, dimethylamino or acetyl[.]

Page 2, lines 19-24.

In contrast, the possible substituents (i.e., R³) for aryl group "A" of the present
invention are:

- (a) optionally substituted heterocyclyl;
- (b) optionally substituted aryl or heteroaryl;
- (c) heteroalkenyl;
- (d) heteroalkynyl;
- (e) optionally substituted heterocyclylalkyl;
- (f) optionally substituted heterocyclylalkenyl;
- (g) optionally substituted heterocyclylalkynyl;
- (h) optionally substituted heterocyclylalkoxy, cyclyloxy or heterocyclioxy;
- (i) optionally substituted heterocyclylalkylamino;
- (j) optionally substituted heterocyclylalkylcarbonyl;
- (k) -Y-(alkylene)-R⁹ where:

Y is a single bond, -O-, -NH- or -S(O)_n- (where n is an integer from 0 to 2); and
R⁹ is cyano, optionally substituted heteroaryl, -COOH, -COR¹⁰, -COOR¹¹, -
CONR¹²R¹³, -SO₂R¹⁴, -SO₂NR¹⁵R¹⁶, -NHSO₂R¹⁷ or -NHSO₂NR¹⁸R¹⁹, where R¹⁰

- is optionally substituted heterocycle, R^{11} is alkyl, and R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} and R^{19} are, independently of each other, hydrogen, alkyl or heteroalkyl;
- (l) $-C(=NR^{20})(NR^{21}R^{22})$ where R^{20} , R^{21} and R^{22} independently represent hydrogen, alkyl or hydroxy, or R^{20} and R^{21} together are $-(CH_2)_n-$ where n is 2 or 3 and R^{22} is hydrogen or alkyl;
- (m) $-NHC(X)NR^{23}R^{24}$ where X is -O- or -S-, and R^{23} and R^{24} are, independently of each other, hydrogen, alkyl or heteroalkyl;
- (n) $-CONR^{25}R^{26}$ where R^{25} and R^{26} independently represent hydrogen, alkyl, heteroalkyl or optionally substituted heterocyclalkyl, or R^{25} and R^{26} together with the nitrogen to which they are attached form an optionally substituted heterocycl ring;
- (o) cycloalkylalkyl, cycloalkylalkynyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;
- (p) arylaminoalkylene or heteroarylaminoalkylene;
- (q) Z-alkylene- $NR^{30}R^{31}$ or Z-alkylene- OR^{32} where Z is -O-, and R^{30} , R^{31} and R^{32} are independently of each other, hydrogen, alkyl or heteroalkyl;
- (r) $-OC(O)$ -alkylene- CO_2H or $-OC(O)-NR'R''$ (where R' and R'' are independently hydrogen or alkyl); and
- (s) heteroarylalkenylene or heteroarylalkynylene.

The differences between the substituents R^3 of the present invention and the substituents on the phenyl ring R_3 of the Faraci reference are shown in the substituent comparison Table below.

Substituent Comparison Table

Possible R_3 Substituent(s) on the Phenyl group of the Faraci reference ¹	Substituent R^3 on the Aryl group "A" of the present invention
one to three of	
fluoro, chloro, bromo,	No halide is claimed. Therefore, there is no overlap with the compounds discussed in the Faraci reference.
C_1 - C_6 alkyl, C_1 - C_6 alkoxy, or trifluoromethyl,	No alkyl, alkoxy, or trifluoromethyl is claimed. Alkyl groups of R^3 in the present invention are substituted with optionally substituted heterocycl (see (f) above), cycloalkyl (see (p) above), etc. Therefore, there is no

	overlap with the compounds discussed in the Faraci reference.
or one of cyano,	In the present invention, cyano group is present in -Y-(alkylene)-R ⁹ form where: Y is a single bond, -O-, -NH- or -S(O) _n - (where n is an integer from 0 to 2); and R ⁹ is cyano.... Therefore, a simple cyano group on the aryl group is <u>NOT</u> claimed in the present invention, i.e., unlike the compounds discussed in the Faraci reference, when the cyano group is present in the present invention, an alkylene chain between the cyano group and the aryl group is also present. Therefore, there is no overlap with the compounds discussed in the Faraci reference.
nitro,	No nitro group is claimed. Therefore, there is no overlap with the compounds discussed in the Faraci reference.
amino,	No amino group is claimed. Therefore, there is no overlap with the compounds discussed in the Faraci reference.
NH(C ₁ -C ₆ alkyl), N(C ₁ -C ₄ alkyl)(C ₁ -C ₂ alkyl),	No alkyl amino or dialkyl amino group is claimed. Some of the amino groups claimed in the present invention are non-alkyl or non-dialkyl amino groups such as optionally substituted heterocyclylalkylamino (see (i) above). Therefore, there is no overlap with the compounds discussed in the Faraci reference.
COO(C ₁ -C ₄ alkyl),	This type of substituent is not claimed in the present invention. Therefore, there is no overlap with the compounds discussed in the Faraci reference.
CO(C ₁ -C ₄ alkyl),	Alkyl carbonyl substituent is not claimed in the present invention. R ³ of the present invention include heterocyclylalkylcarbonyl (see (j) above); therefore, unlike the compounds in the Faraci reference, the alkyl group in this carbonyl group is substituted with heterocyclyl group. Therefore, there is no overlap with the compounds discussed in the Faraci reference.
SO ₂ NH(C ₁ -C ₄ alkyl), SO ₂ N(C ₁ -C ₄ alkyl)(C ₁ -C ₂ alkyl), SO ₂ NH ₂ ,	This type of substituent is not claimed in the present invention. Therefore, there is no overlap with the compounds discussed in the Faraci reference.
NHSO ₂ (C ₁ -C ₄ alkyl),	This type of substituent is not claimed in the present invention. Therefore, there is no overlap with the compounds discussed in the Faraci reference.
S(C ₁ -C ₆ alkyl), SO ₂ (C ₁ -C ₆ alkyl),	This type of substituent is not claimed in the present invention. Therefore, there is no overlap with the compounds discussed in the Faraci reference.
wherein alkyl and C ₁ -C ₆	Even with this expanded definition of the C ₁ -C ₆ alkyl in

alkyl may be substituted by one or two of fluoro, chloro, hydroxy, amino, methylamino, dimethylamino or acetyl[.]	the Faraci reference, there is no overlap between the compounds of the present invention and the compounds discussed in the Faraci reference.
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1. See page 2, lines 19-24 of the Faraci reference.

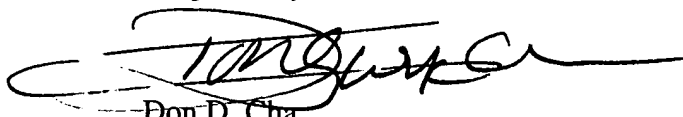
As shown in the substituent comparison Table above, none of the R³ substituents of the present invention overlaps with the generic concept disclosed in the Faraci reference. Accordingly, Applicants request that all the rejections under 35 U.S.C. §103(a) be withdrawn.

CONCLUSION

In view of the foregoing, Applicants believe all claims now pending in this Application are in condition for allowance. The issuance of a formal Notice of Allowance at an early date is respectfully requested.

If the Examiner believes a telephone conference would expedite prosecution of this application, please telephone the undersigned at 303-571-4000.

Respectfully submitted,


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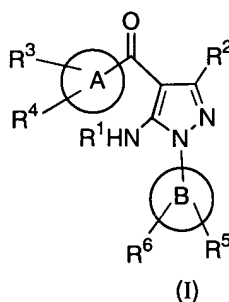
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APPENDIX A
VERSION WITH MARKINGS TO SHOW CHANGES MADE

Claim 17 has been cancelled.

Claims 1, 2, 16, and 19-23 have been amended as follows.

1. (Amended Herein) A compound selected from the group of compounds represented by Formula (I):



wherein:

R¹ is hydrogen or acyl;

R² is hydrogen or alkyl;

A and B are simultaneously an aryl or a heteroaryl ring;

R³ is selected from the group consisting of:

~~(e)~~ **(a)** optionally substituted heterocyclyl;

~~(d)~~ **(b)** optionally substituted aryl or heteroaryl;

~~(c)~~ **heteroalkyl substituted with a heteroaryl or heterocyclyl group;**

~~(f)~~ **(c)** heteroalkenyl;

~~(g)~~ **(d)** heteroalkynyl;

~~(i)~~ **heteroalkylamino;**

~~(j)~~ **(e)** optionally substituted heterocyclylalkyl;

~~(h)~~ **(f)** optionally substituted heterocyclylalkenyl;

~~(h)~~ **(g)** optionally substituted heterocyclylalkynyl;

~~(m)~~ (h) optionally substituted heterocyclalkoxy, cycloxy or heterocycloxy;

~~(n)~~ (i) optionally substituted heterocyclalkylamino;

~~(o)~~ (j) optionally substituted heterocyclalkylcarbonyl;

~~(p)~~ ~~heteroalkylcarbonyl~~

~~(s)~~ (k) -Y-(alkylene)-R⁹ where:

Y is a single bond, -O-, -NH- or -S(O)_n- (where n is an integer from 0 to 2); and

R⁹ is cyano, optionally substituted heteroaryl, -COOH, -COR¹⁰, -COOR¹¹, -CONR¹²R¹³, -SO₂R¹⁴, -SO₂NR¹⁵R¹⁶, -NHSO₂R¹⁷ or -NHSO₂NR¹⁸R¹⁹, where R¹⁰ is ~~alkyl or~~ optionally substituted heterocycle, R¹¹ is alkyl, and R¹², R¹³, R¹⁴, R¹⁵, R¹⁶, R¹⁷, R¹⁸ and R¹⁹ are, independently of each other, hydrogen, alkyl or heteroalkyl;

~~(t)~~ (l) -C(=NR²⁰)(NR²¹R²²) where R²⁰, R²¹ and R²² independently represent hydrogen, alkyl or hydroxy, or R²⁰ and R²¹ together are - (CH₂)_n- where n is 2 or 3 and R²² is hydrogen or alkyl;

~~(u)~~ (m) -NHC(X)NR²³R²⁴ where X is -O- or -S-, and R²³ and R²⁴ are, independently of each other, hydrogen, alkyl or heteroalkyl;

~~(v)~~ (n) -CONR²⁵R²⁶ where R²⁵ and R²⁶ independently represent hydrogen, alkyl, heteroalkyl or optionally substituted heterocyclalkyl, or R²⁵ and R²⁶ together with the nitrogen to which they are attached form an optionally substituted heterocycl ring;

~~(w)~~ (o) cycloalkylalkyl, cycloalkylalkynyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;

~~(x)~~ (p) arylaminoalkylene or heteroaryl aminoalkylene;

~~(z)~~ (q) Z-alkylene-NR³⁰R³¹ or Z-alkylene-OR³² where Z is ~~NH-~~ ~~N(lower alkyl)-~~ or -O-, and R³⁰, R³¹ and R³² are independently of each other, hydrogen, alkyl or heteroalkyl;

~~(aa)~~ (r) -OC(O)-alkylene-CO₂H or -OC(O)-NR'R'' (where
R' and R'' are independently hydrogen or alkyl); and

~~(bb)~~ (s) heteroarylalkenylene or heteroarylalkynylene;

R⁴ is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl;
- (d) alkoxy; and
- (e) hydroxy;

R⁵ is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl;
- (d) haloalkyl;
- (e) thioalkyl;
- (f) hydroxy;
- (g) amino;
- (h) alkylamino;
- (i) dialkylamino;
- (j) heteroalkyl;
- (k) optionally substituted heterocycle;
- (l) optionally substituted heterocyclalkyl;
- (m) optionally substituted heterocyclalkoxy;
- (n) alkylsulfonyl;
- (o) aminosulfonyl, mono-alkylaminosulfonyl or di-alkylaminosulfonyl;
- (p) heteroalkoxy; and
- (q) carboxy;

R⁶ is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl; and
- (d) alkoxy; and

prodrugs, individual isomers, mixtures of isomers and pharmaceutically acceptable salts thereof.

2. (Amended Herein) The compound of Claim 1 wherein R^3 is:

- (a) optionally substituted heterocyclyl;
- (b) aryl or heteroaryl both optionally substituted with a substituent selected from halo, alkyl, amino, alkoxy, carboxy, lower alkoxy carbonyl, SO_2R' (where R' is alkyl) or $SO_2NHR'R''$ (where R' and R'' are independently hydrogen or alkyl);
- ~~(c) heteroalkyl substituted with a heteroaryl or heterocyclyl group;~~
- ~~(c)~~ (c) heteroalkenyl;
- ~~(d)~~ (d) heteroalkylamino;
- ~~(e)~~ (e) optionally substituted heterocyclylalkyl or heterocycliloxy;
- ~~(f)~~ (f) optionally substituted heterocyclylalkenyl;
- ~~(g)~~ (g) optionally substituted heterocyclylalkynyl;
- ~~(h)~~ (h) optionally substituted heterocyclylalkoxy;
- ~~(i)~~ (i) optionally substituted heterocyclylalkylamino;
- ~~(j)~~ (j) optionally substituted heterocyclylalkylcarbonyl;
- (k) $-Y-(alkylene)-R^9$ where Y is a single bond, $-O-$ or $-NH-$ and R^9 is optionally substituted heteroaryl, $-CONR^{12}R^{13}$, SO_2R^{14} , $-SO_2NR^{15}R^{16}$, $-NHSO_2R^{17}$ or $-NHSO_2NR^{18}R^{19}$ where R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} and R^{19} are independently of each other hydrogen, alkyl or heteroalkyl;
- (l) cycloalkylalkyl, cycloalkylalkynyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;
- (m) arylaminoalkylene or heteroarylaminoalkylene; or

- (n) Z-alkylene-NR³⁰R³¹ where Z is ~~NH~~, ~~N(alkyl)~~ or -O-, and R³⁰ and R³¹ are independently of each other, hydrogen, alkyl or heteroalkyl.

16. (Amended Herein) The compound of Claim 5, wherein R³ is:

- (a) ~~heteroalkyl optionally substituted with a heteroaryl or heterocycl~~
~~group;~~

~~(b) heteroalkoxy;~~

~~(c)~~ heteroalkylamino;

~~(d)~~ (b) optionally substituted heterocyclalkyl;

~~(e)~~ (c) optionally substituted heterocyclalkoxy;

~~(f)~~ (d) optionally substituted heterocyclalkylamino;

~~(g)~~ (e) -Y-(alkylene)-R⁹ where Y is a single bond, -O- or -NH- and R⁹ is optionally substituted heteroaryl, -CONR¹²R¹³, SO₂R¹⁴, -SO₂NR¹⁵R¹⁶, -NHSO₂R¹⁷ or -NHSO₂NR¹⁸R¹⁹ where R¹², R¹³, R¹⁴, R¹⁵, R¹⁶, R¹⁷, R¹⁸ and R¹⁹ are independently of each other hydrogen, alkyl or heteroalkyl; or

~~(h)~~ (f) Z-alkylene-NR³⁰R³¹ where Z is ~~NH~~, ~~N(alkyl)~~ or -O-, and R³⁰ and R³¹ are independently of each other, hydrogen, alkyl or heteroalkyl.

19. (Amended Herein) The compound of Claim ~~18~~ 16, wherein R⁵ is 2-F and R⁶ is 4-F.

20. (Amended Herein) The compound of Claim ~~18~~ 16, wherein R⁵ is 4-F and R⁶ is hydrogen.

21. (Amended Herein) The compound of Claim ~~18~~ 16, wherein R⁵ is 2-Me and R⁶ is hydrogen.

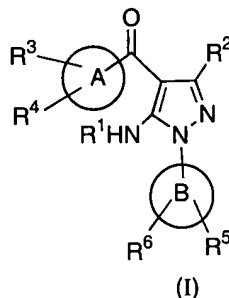
22. (Amended Herein) The compound of Claim 16, wherein R³ is ~~heteroalkoxy or~~ heteroalkylamino.

23. (Amended Herein) The compound of Claim 22, wherein R³ is at the 3-position and is selected from the group consisting of ~~3-dimethylaminopropoxy, 2-dimethylaminoethoxy, 2-hydroxyethoxy, 2,3-dihydroxypropoxy~~, 2-dimethylaminoethylamino and 3-dimethylaminopropylamino.



APPENDIX B
PENDING CLAIMS

1. (Amended Herein) A compound selected from the group of compounds represented by Formula (I):



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wherein:

R¹ is hydrogen or acyl;

R² is hydrogen or alkyl;

A and B are simultaneously an aryl or a heteroaryl ring;

R³ is selected from the group consisting of:

- (a) optionally substituted heterocyclyl;
- (b) optionally substituted aryl or heteroaryl;
- (c) heteroalkenyl;
- (d) heteroalkynyl;
- (e) optionally substituted heterocyclylalkyl;
- (f) optionally substituted heterocyclylalkenyl;
- (g) optionally substituted heterocyclylalkynyl;
- (h) optionally substituted heterocyclylalkoxy, cycloxy or heterocycloxy;
- (i) optionally substituted heterocyclylalkylamino;
- (j) optionally substituted heterocyclylalkylcarbonyl;
- (k) -Y-(alkylene)-R⁹ where:
Y is a single bond, -O-, -NH- or -S(O)_n- (where n is an integer from 0 to 2); and

R^9 is cyano, optionally substituted heteroaryl, $-\text{COOH}$, $-\text{COR}^{10}$, $-\text{COOR}^{11}$, $-\text{CONR}^{12}\text{R}^{13}$, $-\text{SO}_2\text{R}^{14}$, $-\text{SO}_2\text{NR}^{15}\text{R}^{16}$, $-\text{NHSO}_2\text{R}^{17}$ or $-\text{NHSO}_2\text{NR}^{18}\text{R}^{19}$, where R^{10} is optionally substituted

heterocycle, R^{11} is alkyl, and R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} and R^{19} are, independently of each other, hydrogen, alkyl or heteroalkyl;

- (l) $-\text{C}(=\text{NR}^{20})(\text{NR}^{21}\text{R}^{22})$ where R^{20} , R^{21} and R^{22} independently represent hydrogen, alkyl or hydroxy, or R^{20} and R^{21} together are $-(\text{CH}_2)_n-$ where n is 2 or 3 and R^{22} is hydrogen or alkyl;
- (m) $-\text{NHC}(\text{X})\text{NR}^{23}\text{R}^{24}$ where X is $-\text{O}-$ or $-\text{S}-$, and R^{23} and R^{24} are, independently of each other, hydrogen, alkyl or heteroalkyl;
- (n) $-\text{CONR}^{25}\text{R}^{26}$ where R^{25} and R^{26} independently represent hydrogen, alkyl, heteroalkyl or optionally substituted heterocyclalkyl, or R^{25} and R^{26} together with the nitrogen to which they are attached form an optionally substituted heterocycl ring;
- (o) cycloalkylalkyl, cycloalkylalkynyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;
- (p) arylaminoalkylene or heteroarylaminoalkylene;
- (q) $\text{Z-alkylene-NR}^{30}\text{R}^{31}$ or $\text{Z-alkylene-OR}^{32}$ where Z is $-\text{O}-$, and R^{30} , R^{31} and R^{32} are independently of each other, hydrogen, alkyl or heteroalkyl;
- (r) $-\text{OC}(\text{O})\text{-alkylene-CO}_2\text{H}$ or $-\text{OC}(\text{O})\text{-NR}'\text{R}''$ (where R' and R'' are independently hydrogen or alkyl); and
- (s) heteroarylalkenylene or heteroarylalkynylene;

R^4 is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl;
- (d) alkoxy; and

(e) hydroxy;

R⁵ is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl;
- (d) haloalkyl;
- (e) thioalkyl;
- (f) hydroxy;
- (g) amino;
- (h) alkylamino;
- (i) dialkylamino;
- (j) heteroalkyl;
- (k) optionally substituted heterocycle;
- (l) optionally substituted heterocyclalkyl;
- (m) optionally substituted heterocyclalkoxy;
- (n) alkylsulfonyl;
- (o) aminosulfonyl, mono-alkylaminosulfonyl or di-alkylaminosulfonyl;
- (p) heteroalkoxy; and
- (q) carboxy;

R⁶ is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl; and
- (d) alkoxy; and

prodrugs, individual isomers, mixtures of isomers and pharmaceutically acceptable salts thereof.

2. (Amended Herein) The compound of Claim 1 wherein R³ is:

- (a) optionally substituted heterocyclalkyl;

- (b) aryl or heteroaryl both optionally substituted with a substituent selected from halo, alkyl, amino, alkoxy, carboxy, lower alkoxy carbonyl, $\text{SO}_2\text{R}'$ (where R' is alkyl) or $\text{SO}_2\text{NHR}'\text{R}''$ (where R' and R'' are independently hydrogen or alkyl);
- (c) heteroalkenyl;
- (d) heteroalkylamino;
- (e) optionally substituted heterocyclalkyl or heterocycloxy;
- (f) optionally substituted heterocyclalkenyl;
- (g) optionally substituted heterocyclalkynyl;
- (h) optionally substituted heterocyclalkoxy;
- (i) optionally substituted heterocyclalkylamino;
- (j) optionally substituted heterocyclalkylcarbonyl;
- (k) $-\text{Y}-(\text{alkylene})-\text{R}^9$ where Y is a single bond, $-\text{O}-$ or $-\text{NH}-$ and R^9 is optionally substituted heteroaryl, $-\text{CONR}^{12}\text{R}^{13}$, SO_2R^{14} , $-\text{SO}_2\text{NR}^{15}\text{R}^{16}$, $-\text{NHSO}_2\text{R}^{17}$ or $-\text{NHSO}_2\text{NR}^{18}\text{R}^{19}$ where R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} and R^{19} are independently of each other hydrogen, alkyl or heteroalkyl;
- (l) cycloalkylalkyl, cycloalkylalkynyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;
- (m) arylaminoalkylene or heteroarylaminomethylene; or
- (n) $\text{Z-alkylene-NR}^{30}\text{R}^{31}$ where Z is $-\text{O}-$, and R^{30} and R^{31} are independently of each other, hydrogen, alkyl or heteroalkyl.

3. The compound of Claim 2 wherein R^1 and R^2 are hydrogen; and B is phenyl.

4. The compound of Claim 3 wherein A is phenyl.

5. The compound of Claim 4 wherein R^4 is hydrogen; and R^5 is halo or alkyl.

6. The compound of Claim 5 wherein R^5 is chloro, fluoro or methyl; and R^6 is hydrogen, chloro, fluoro, methyl or methoxy.
7. The compound of Claim 5, wherein R^3 is optionally substituted heteroaryl.
8. The compound of Claim 7, wherein R^3 is pyridin-2-yl, pyridin-3-yl, pyridin-4-yl, N-oxidopyridin-2-yl, N-oxidopyridin-3-yl, N-oxidopyridin-4-yl or pyridon-2-yl, all optionally substituted.
9. The compound of Claim 8, wherein R^3 is at the 3-position.
10. The compound of Claim 9, wherein R^5 is 4-F and R^6 is hydrogen.
11. The compound of Claim 9, wherein R^5 is 2-Me and R^6 is hydrogen.
12. The compound of Claim 5, wherein R^3 is optionally substituted phenyl.
13. The compound of Claim 12, wherein R^3 is 3-sulfamoylphenyl, 3-methylsulfonylphenyl, 3-carboxyphenyl or 3-ethoxycarbonylphenyl.
14. The compound of Claim 13, wherein R^3 is at the 3-position.
15. The compound of Claim 14, wherein R^5 is 4-F and R^6 is hydrogen.
16. (Amended Herein) The compound of Claim 5, wherein R^3 is:
 - (a) heteroalkylamino;
 - (b) optionally substituted heterocyclalkyl;
 - (c) optionally substituted heterocyclalkoxy;
 - (d) optionally substituted heterocyclalkylamino;
 - (e) -Y-(alkylene)- R^9 where Y is a single bond, -O- or -NH- and R^9 is optionally substituted heteroaryl, -CONR¹²R¹³, SO₂R¹⁴, -SO₂NR¹⁵R¹⁶ - NHSO₂R¹⁷ or -NHSO₂NR¹⁸R¹⁹ where R¹², R¹³, R¹⁴, R¹⁵, R¹⁶, R¹⁷, R¹⁸ and R¹⁹ are independently of each other hydrogen, alkyl or heteroalkyl; or

- (f) Z-alkylene-NR³⁰R³¹ where Z is -O-, and R³⁰ and R³¹ are independently of each other, hydrogen, alkyl or heteroalkyl.
19. (Amended Herein) The compound of Claim 16, wherein R⁵ is 2-F and R⁶ is 4-F.
20. (Amended Herein) The compound of Claim 16, wherein R⁵ is 4-F and R⁶ is hydrogen.
21. (Amended Herein) The compound of Claim 16, wherein R⁵ is 2-Me and R⁶ is hydrogen.
22. (Amended Herein) The compound of Claim 16, wherein R³ is heteroalkylamino.
23. (Amended Herein) The compound of Claim 22, wherein R³ is at the 3-position and is selected from the group consisting of 2-dimethylaminoethylamino and 3-dimethylaminopropylamino.
24. The compound of Claim 23 wherein R⁵ is 4-F or 2-Me and R⁶ is hydrogen.
25. The compound of Claim 16, wherein R³ is optionally substituted heterocyclalkyl, optionally substituted heterocyclalkoxy or optionally substituted heterocyclalkylamino.
26. The compound of Claim 25, wherein R³ is at the 3-position and is selected from the group consisting of 3-(morpholin-4-yl)propoxy, 2-(morpholin-4-yl)ethoxy, 2-(2-oxo-pyrrolidin-1-yl)ethoxy, 3-(morpholin-4-yl)propyl, 2-(morpholin-4-yl)ethyl, 4-(morpholin-4-yl)butyl, 3-(morpholin-4-yl)propylamino, 2-(morpholin-4-yl)ethylamino, 4-hydroxypiperidinylmethyl, 2-(S,S-dioxo-thiamorpholin-4-yl)ethyl, 3-(S,S-dioxo-thiamorpholin-4-yl)propyl and N-methylpiperazinylmethyl.
27. The compound of Claim 26 wherein R⁵ is 4-F or 2-Me and R⁶ is hydrogen.

28. The compound of Claim 16 wherein R^3 is $-Y-(alkylene)-R^9$ where Y is a single bond, -O- or -NH- and R^9 is optionally substituted heteroaryl, $-CONR^{12}R^{13}$, SO_2R^{14} , $-SO_2NR^{15}R^{16}$, $-NHSO_2R^{17}$ or $-NHSO_2NR^{18}R^{19}$ where R^{12} , R^{13} , R^{14} , R^{15} , R^{16} , R^{17} , R^{18} and R^{19} are independently of each other hydrogen, alkyl or heteroalkyl.
29. The compound of Claim 28, wherein Y is a single bond and R^9 is SO_2R^{14} or $-SO_2NR^{15}R^{16}$.
30. The compound of Claim 29 wherein R^3 is methylsulfonylethyl or sulfamoylethyl.
31. The compound of Claim 30 wherein R^5 is 4-F or 2-Me and R^6 is hydrogen.
32. A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 1 and a pharmaceutically acceptable excipient.